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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
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To:

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RESUBMIT
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Heather x. 2908

MERGER OR SHARE EXCHANGE

FERGUSON ENTERPRISES, INC.

| | |
|-----------------------|---------|
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28



December 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FERGUSON ENTERPRISES, INC.
12500 JEFFERSON AVENUE
P.O. BOX 2778
NEWPORT NEWS, VA 23602US

SUBJECT: FERGUSON ENTERPRISES, INC.
REF: 855377

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: R06000302178
Letter Number: 706A00072840

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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

EFFECTIVE DATE
12/31/06

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------------|---------------------|--|
| Ferguson Enterprises, Inc. | Newport News, VA | |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| Gulf Refrigeration Supply, Inc., of Tampa | Tampa, Florida | |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12/31/06 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/27/06 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/27/06 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

1. Each of (i) Gulf Refrigeration Supply, Inc., of Tampa, a Florida corporation, and (ii) Northern Water Works Supply, Inc., a North Dakota corporation (collectively, the "Merged Corporations"), shall merge with and into Ferguson Enterprises, Inc., a Virginia corporation (the "Surviving Corporation").

2. The mergers of the Merged Corporations with and into the Surviving Corporation shall be effective as of 11:59 p.m. on December 31, 2006.

3. At the time of such mergers, all issued and outstanding shares of the capital stock of each of the Merged Corporations, which shares are all owned by the Surviving Corporation, shall be canceled and each issued and outstanding share of the capital stock of the Surviving Corporation shall remain outstanding after such mergers and shall not be affected in any way by such mergers.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect at the time of such mergers shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the time of such mergers.

5. The Board of Directors and officers of the Surviving Corporation in effect immediately prior to such merger shall be the Board of Directors and officers of the Surviving Corporation at and immediately after such merger until the earlier of their resignation or removal or until their successors are duly elected, as the case may be.